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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X		

**JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 10076
(WOCO INDUSTRIE TECHNIK GMBH)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Woco Industrietechnik GmbH ("Woco") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10076 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 20, 2006, Woco filed proof of claim number 10076 against Delphi, asserting an unsecured non-priority claim in the amount of €80,563.84/\$100,883.41 (the "Claim"); and

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"); and

WHEREAS, on November 30, 2006, Woco filed Woco's Response to Objection to Claim (Docket No. 6034) (the "Response"); and

WHEREAS, on June 18, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi, DAS LLC and Woco entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, Delphi and DAS LLC acknowledge and agree that the Claim shall be allowed against DAS LLC in the amount of \$90,883 as a general unsecured non-priority claim; and

WHEREAS, Delphi and DAS LLC are authorized to enter into the

Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Woco stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$90,883 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. The Response is hereby withdrawn.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Woco has filed against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York
June 21, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
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[signatures concluded on following page]

Dated: Southfield, Michigan
June 20, 2007

WOCO INDUSTRIETECHNIK GMBH
By its Counsel,
SULLIVAN, WARD, ASHER & PATTON, P.C.
By:

/s/ Seth P. Tompkins
SETH P. TOMPKINS
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SO ORDERED

This 13th day of July, 2007
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE